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**UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

PAYWARD, INC.; PAYWARD VENTURES,  
INC.,

Defendants.

CASE NO.: 3:23-cv-06003-WHO

Judge: Hon. William H. Orrick III  
Complaint Filed: November 20, 2023  
Current Initial CMC Date: February 20,  
2024  
Trial Date: None

**DECLARATION OF RAHUL MUKHI  
IN SUPPORT OF STIPULATION AND  
[PROPOSED] ORDER MODIFYING  
THE BRIEFING SCHEDULE AND  
EXTENDING PAGE LIMITS FOR  
DEFENDANTS' PROPOSED MOTION  
SEEKING DISMISSAL OF THE  
COMPLAINT**

1 I, Rahul Mukhi, declare as follows:

2 1. I am a partner with the law firm Cleary Gottlieb Steen & Hamilton LLP and counsel  
3 of record for Defendants Payward, Inc. and Payward Ventures, Inc. ("Defendants" and together with  
4 Plaintiff Securities and Exchange Commission ("Plaintiff"), the "Parties") in the above-captioned  
5 matter. I am admitted to practice law in the state of California and before this Court. I make this  
6 declaration based on my own personal knowledge, and if called upon to do so, could and would  
7 testify competently thereto.

8 2. On November 20, 2023, Plaintiff filed the Complaint (ECF No. 1) in the above-  
9 captioned action. On December 8, 2023, the Court entered an Order (ECF No. 17) setting an initial  
10 case management conference ("CMC") for February 20, 2024.

11 3. The Parties have met and conferred and agreed to seek additional time and pages in  
12 connection with Defendants' anticipated motion seeking dismissal of the Complaint ("Dismissal  
13 Motion"). The Parties have agreed to stipulate that Defendants will file a Dismissal Motion of up to  
14 30 pages due on or before February 22, 2024, Plaintiff will file an opposition of up to 30 pages due  
15 on or before April 9, 2024, and Defendants will file a reply of up to 15 pages in support of the  
16 Dismissal Motion due on or before May 9, 2024, with a hearing on the Dismissal Motion noticed for  
17 June 12, 2024. The reason for the requested enlargement of time and page limits is to allow for full  
18 briefing of the issues for the Court.

19 4. The requested time modification should have no adverse effect on the schedule for  
20 this case, which has not yet been set. No previous time modifications have been made in the case.

21 I declare under penalty of perjury, under the laws of the State of California and the United  
22 States, that the foregoing is true and correct.

23 Dated: January 10, 2024

CLEARY GOTTlieb STEEN &  
HAMILTON LLP

24  
25 By: /s/ Rahul Mukhi  
Rahul Mukhi

26  
27 *Counsel for Defendants Payward, Inc. and*  
28 *Payward Ventures, Inc.*